

**CALIFORNIA PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
DATA COMMUNICATIONS EQUIPMENT
AND ASSOCIATED OEM MAINTENANCE AND TRAINING
3COM CORPORATION
MASTER PRICE AGREEMENT
7-07-70-05**

1. Scope:

This Participating Addendum covers the purchase of **Data Communications Equipment and Associated OEM Maintenance and Training** for all State Agencies and will include all California political subdivisions/local governments. A subdivision/local government is defined as any city, county, city and county, district, or other local governmental body or corporation, including the California State Universities (CSU) and University of California (UC) systems, K-12 schools and community colleges empowered to expend public funds. Each political subdivision/local government should make its own determination whether the **WSCA** program is consistent with its procurement policies and regulations.

2. Changes:

Changes to the terms and conditions of the signed **Master Price Agreement** are as follows:

- a. The California General Provisions (CAGP) **Revision 10/26/2007 (GSPD-401IT General Provisions based on April 12, 2007 standard)** for **Western States Contracting Alliance (WSCA) Data Communications Equipment and Associated OEM Maintenance and Training** as attached become a part of this Participating Addendum.
- b. The California General Provisions (CAGP) shall prevail if there is a conflict between the terms and conditions of the contractor's **WSCA State of Utah, Master Price Agreement**, packaging, invoices, catalogs, brochures and technical data sheets.
- c. **State of Utah, Master Price Agreement** number **AR-233** changed for California to Contract Number **7-07-70-05**.
- d. **State of Utah, Master Price Agreement** cover page, is hereby modified as follows: "Original Award Date" changed to "Effective Date 12/21/07".
- e. DGS Termination of Contract:

The State may terminate this contract at any time upon one-month prior written notice. Upon termination or other expiration of this contract, each party will assist the other party in orderly termination of the contract and the transfer of all assets, tangible and intangible, as may facilitate the orderly, nondisrupted business continuation of each party. This provision shall not relieve the contractor of the obligation to perform under any purchase order or other similar ordering document executed prior to the termination becoming effective.
- f. At the State's sole option, the Department of General Services (DGS) reserves the right to invoke negotiations pursuant to Public Contract Code Section 6611, in accordance with existing guidelines and procedures adopted by the Department of General Services.
- g. Reports & Administrative Fee:

A report shall be submitted to the California Contract Administrator for all California purchases providing the following information:

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| | |
|---------------------------------------|-------------------------------|
| Agency Name | Agency Contact Name |
| Purchase Order Number | Agency Address |
| Purchase Order Date | Agency Telephone Number |
| Total Purchase Order Amount | Total Dollars for the quarter |
| WSCA Administrative Fee Dollar Amount | |

The Contractor shall submit a check, in addition to the report, payable to the State of California, Contract Administrator for the calculated administrative fee for an amount equal to one percent (0.01) of the sales for the quarterly period. This fee shall be included as an adjustment to contractors WSCA pricing and not invoiced or charged to the purchasing entity.

Payment of the administrative fee by Contractor shall be made to DGS irrespective of reimbursement by each participating entity.

A report is due even when there is no activity. Any report that does not follow the required format or that excludes information will be deemed incomplete. Failure to submit reports and fees on a timely basis shall constitute grounds for suspension of this agreement. Reports and fee delivery will be in accordance with the following schedule.

| | | |
|--------------------|-------------------|------------|
| Calendar Quarter 1 | (JUL 1 to SEP 30) | Due OCT 31 |
| Calendar Quarter 2 | (OCT 1 to DEC 31) | Due JAN 31 |
| Calendar Quarter 3 | (JAN 1 to MAR 31) | Due APR 30 |
| Calendar Quarter 4 | (APR 1 to JUN 30) | Due JUL 31 |

The administrative fee check and report should be submitted to the following address:

Lenaya Salman
Department of General Services
Procurement Division
Multiple Award Program - WSCA
707 Third Street, 2nd Floor, West Sacramento, CA 95605-2811

- h. The primary state government contact for this Participating Addendum is as follows:

Department of General Services, Procurement Division
Multiple Award Program - WSCA
707 Third Street, 2nd Floor, West Sacramento, CA 95605
Contact: Lenaya Salman
E-mail: lenaya.salman@dgs.ca.gov
Phone: (916) 375-4389
Fax: (916) 375-4663

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- i. The primary **3Com Corporation** CUSTOMER contact for this Participating Addendum is as follows:

| | |
|----------|---|
| | <u>3Com Corporation</u> |
| Address: | <u>350 Campus Drive</u> |
| | <u>Marlboro, MA 01752</u> |
| Contact: | <u>Denise Orosco</u> |
| E-Mail: | <u>Denise_orosco@3com.com</u> |
| Phone: | <u>(508) 323-1453</u> |
| Fax: | <u>(508) 323-1111</u> |

- j. Price Agreement Number:

The **Master Price Agreement** number for the Participating State is **7-07-70-05**. The **Master Price Agreement** Number MUST be shown on all Purchase Orders issued against this **Master Price Agreement**.

This Addendum and the Price Agreement together with its exhibits and/or amendments, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Addendum and the Price Agreement, together with its exhibits and/or amendments, shall not be added to or incorporated into this Addendum or the Price Agreement and its exhibits and/or amendments, by any subsequent purchase order or otherwise, and any such attempts to add or incorporate such terms and conditions are hereby rejected. The terms and conditions of this Addendum and the Price Agreement and its exhibits and/or amendments shall prevail and govern in the case of any such inconsistent or additional terms.

- k. Effective Dates:

This Participating Addendum shall be effective upon approval by the Department of General Services and will continue until the End Date of the **Master Price Agreement**. Lead State amendments to extend the term date are automatically incorporated into this Participating Addendum unless terminated early in accordance with the terms and conditions of the **Master Price Agreement** or this Participating Addendum.

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I. Servicing Subcontractors/Resellers:

3Com Corporation intends to facilitate all WSCA business through the reseller channel. A 3Com Corporation reseller must agree to the terms of the WSCA contract via a sub-contract agreement with 3Com Corporation in order to accept purchase orders under the WSCA contract. A list of approved resellers shall be listed and updated regularly at http://www.3com.com/solutions/en_US/government/pricelist/wsca.html.

The process for customer ordering will be as follows:

1. Locate WSCA pricing at
http://www.3com.com/solutions/en_US/government/pricelist/wsca.html
2. Address purchase orders to:
Contractor
C/O (Reseller Name)
Reseller Address
3. All purchase orders must state "WSCA Contract # AR-233"
4. Send completed order to reseller

All billings and deliveries shall be done by the reseller.

IN WITNESS WHEREOF, the parties have executed this Participating Addendum as of the date of execution by both parties below.

ORIGINAL SIGNATURES ON FILE

State of California:

3Com Corporation

By: _____

By: _____

Name: Adrian Farley

Name: _____

Title: Interim Deputy Director

Title: _____

Date: _____

Date: _____